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UNITED STATES DISTRICT COURT
DISTRICT OF DELAWARE

In re:

STUDENT FINANCE CORPORATION,

Debtor.

CHARLES A. STANZIALE, JR.,
CHAPTER 7 TRUSTEE OF STUDENT
FINANCE CORPORATION,

Plaintiff,

v.

PEPPER HAMILTON LLP, et al.

Defendants.

Chapter 7

Case No. 02-11620

Adv. Pro. No. 04-56423-PBL

(District Court Case No.
04-1551-JJF)

**STIPULATION AND ORDER OF
DISMISSAL WITH PREJUDICE OF
CLAIMS BETWEEN THE SETTLING
PARTIES**

Pursuant to FED. R. CIV. P. 41, the undersigned attorneys for Charles A. Stanziale, Jr., as Chapter 7 Trustee of Student Finance Corporation (the "Chapter 7 Trustee") and Robert L. Bast, Pamela Bashore Gagné, W. Roderick Gagné, Trustee of Trust Under Deed of Elizabeth B. Brennan Dated January 12, 1994, W. Roderick Gagné, Trustee of Trust Under Deed of Elizabeth B. Brennan Dated January 12, 1994, FBO W. Roderick Gagné, W. Roderick Gagné, Trustee of Trust Under Deed of Elizabeth B. Brennan Dated January 12, 1994, FBO Philip B. Gagné, W. Roderick Gagné, Trustee of Trust Under Deed of Elizabeth B. Brennan Dated January 12, 1994, FBO Elizabeth L. Gagné, W. Roderick Gagné, Trustee of Trust Under Deed of James T. Brennan Dated April 8, 1991, FBO W. Roderick Gagné, W. Roderick Gagné, Trustee of Trust Under Deed of James T. Brennan Dated April 8, 1991, FBO Philip B. Gagné, W. Roderick Gagné, Trustee of Trust Under Deed of James T. Brennan Dated April 8, 1991, FBO Elizabeth L. Gagné, and W. Roderick Gagné, in all capacities except in his capacity as an attorney at Pepper Hamilton LLP (collectively the "Family Defendants" and, together with the Chapter 7 Trustee, the "Settling Parties") do hereby stipulate that

1. All claims between the Chapter 7 Trustee and the Family Defendants are dismissed with prejudice, with each party to bear its own costs and attorneys' fees.

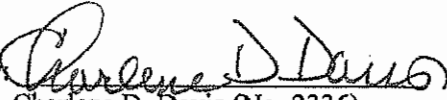
2. Counts II, VI, VII, VIII and XI of the First Amended Complaint are dismissed with prejudice as to the Family Defendants, with each party to bear its own costs and attorneys' fees.

3. This Stipulation and Order is intended to implement the agreement of the Settling Parties, as set forth in the Trustee-Family Defendants Settlement Agreement made as of October 12, 2007, and shall be construed consistent with that Agreement. Nothing herein shall dismiss or diminish the claims preserved by the Chapter 7 Trustee or the Family Defendants in that Agreement.

There is no just reason for delay. The Clerk shall enter a Judgment in accordance herewith, pursuant to FED. R. CIV. P. 54(b).

Dated: December 12, 2007

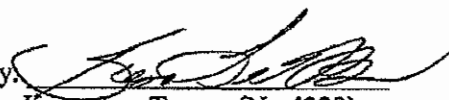
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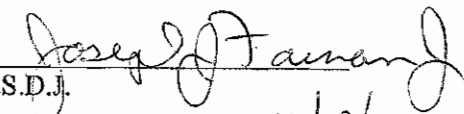
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So Ordered:


U.S.D.J.
12/18/07